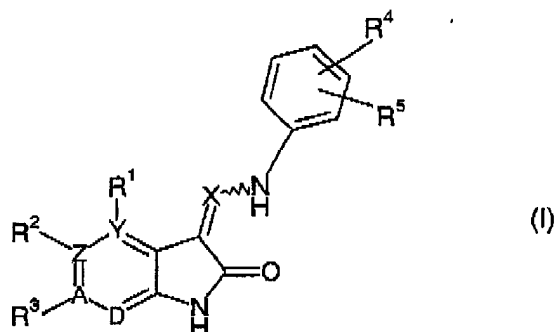


**In the Claims:**

A complete listing of claims 1-80 with status identifier follows.

Claims 1-58 (Cancelled)

Claim 59 (New): A compound of the formula:



wherein:

X is CH;

Y is C;

Z is C;

A is C;

D is N;

R<sup>1</sup> is selected from the group consisting of: hydrogen, C<sub>1-12</sub> aliphatic, thiol, hydroxy, hydroxy-C<sub>1-12</sub> aliphatic, Aryl, Aryl-C<sub>1-12</sub> aliphatic, R<sup>6</sup>-Aryl-C<sub>1-12</sub> aliphatic, Cyc, Cyc-C<sub>1-6</sub> aliphatic, Het, Het-C<sub>1-12</sub> aliphatic, C<sub>1-12</sub> alkoxy, Aryloxy, amino, C<sub>1-12</sub> aliphatic amino, di-C<sub>1-12</sub> aliphatic amino, di-C<sub>1-12</sub> aliphatic aminocarbonyl, di-C<sub>1-12</sub> aliphatic aminosulfonyl, C<sub>1-12</sub> alkoxy carbonyl, halogen, cyano, sulfonamide and nitro, where R<sup>6</sup>, Aryl, Cyc and Het are as defined below;

R<sup>2</sup> is selected from the group consisting of: hydrogen, C<sub>1-12</sub> aliphatic, N-hydroxyimino-C<sub>1-12</sub> aliphatic, C<sub>1-12</sub> alkoxy, hydroxy-C<sub>1-12</sub> aliphatic, C<sub>1-12</sub> alkoxy carbonyl, carboxyl C<sub>1-12</sub> aliphatic, Aryl, R<sup>6</sup>-Aryl-oxycarbonyl, R<sup>6</sup>-oxycarbonyl-Aryl, Het, aminocarbonyl, C<sub>1-12</sub> aliphatic-aminocarbonyl, Aryl-C<sub>1-12</sub> aliphatic-aminocarbonyl, R<sup>6</sup>-Aryl-C<sub>1-12</sub> aliphatic-

aminocarbonyl, Het-C<sub>1-12</sub> aliphatic-aminocarbonyl, hydroxy-C<sub>1-12</sub> aliphatic-aminocarbonyl, C<sub>1-12</sub>-alkoxy-C<sub>1-12</sub> aliphatic-aminocarbonyl, C<sub>1-12</sub> alkoxy-C<sub>1-12</sub> aliphatic-amino, di-C<sub>1-12</sub> aliphatic amino, di-C<sub>1-12</sub> aliphatic aminocarbonyl, di-C<sub>1-12</sub> aliphatic aminosulfonyl, halogen, hydroxy, nitro, C<sub>1-12</sub> aliphatic-sulfonyl, aminosulfonyl and C<sub>1-12</sub> aliphatic-aminosulfonyl, where R<sup>6</sup> Aryl and Het are as defined below;

R<sup>3</sup> is selected from the group consisting of: hydrogen, C<sub>1-12</sub> aliphatic, hydroxy, hydroxy C<sub>1-12</sub> aliphatic, di-C<sub>1-12</sub> aliphatic amino, di-C<sub>1-12</sub> aliphatic aminocarbonyl, di-C<sub>1-12</sub> aliphatic aminosulfonyl, C<sub>1-12</sub> alkoxy, Aryl, Aryloxy, hydroxy-Aryl, Het, hydroxy-Het, Het-oxy and halogen, where Aryl and Het are as defined below;

R<sup>4</sup> is selected from the group consisting of: sulfonic acid, C<sub>1-12</sub> aliphatic-sulfonyl, sulfonyl-C<sub>1-12</sub> aliphatic-sulfonyl, C<sub>1-12</sub> aliphatic-sulfonyl-C<sub>1-6</sub> aliphatic, C<sub>1-6</sub> aliphatic-amino, R<sup>7</sup>-sulfonyl, R<sup>7</sup>-sulfonyl-C<sub>1-12</sub> aliphatic, R<sup>7</sup>-aminosulfonyl, R<sup>7</sup>-aminosulfonyl-C<sub>1-12</sub> aliphatic, R<sup>7</sup>-sulfonylamino, R<sup>7</sup>-sulfonylamino-C<sub>1-12</sub> aliphatic, aminosulfonylamino, di-C<sub>1-12</sub> aliphatic amino, di-C<sub>1-12</sub> aliphatic aminocarbonyl, di-C<sub>1-12</sub> aliphatic aminosulfonyl, di-C<sub>1-12</sub> aliphatic amino, di-C<sub>1-12</sub> aliphatic aminocarbonyl, di-C<sub>1-12</sub> aliphatic aminosulfonyl-C<sub>1-12</sub> aliphatic, (R<sup>8</sup>)1-3-Arylamino, (R<sup>8</sup>)1-3-Arylsulfonyl, (R<sup>8</sup>)1-3-Aryl-aminosulfonyl, (R<sup>8</sup>)1-3-Aryl-sulfonylamino, Het-amino, Het-sulfonyl, Het-aminosulfonyl, aminoiminoamino and aminoiminoaminosulfonyl, where R<sup>7</sup>, R<sup>8</sup>, Aryl and Het are as defined below;

R<sup>5</sup> is hydrogen or R<sup>4</sup> and R<sup>5</sup> are optionally joined to form a fused ring selected from the group as defined for Het below, and said fused ring is optionally substituted by one or more substituents selected from the group consisting of: C<sub>1-12</sub> aliphatic, oxo and dioxo;

R<sup>6</sup> is selected from the group consisting of: C<sub>1-12</sub> aliphatic, hydroxy, C<sub>1-12</sub> alkoxy and halogen;

R<sup>7</sup> is selected from the group consisting of: hydrogen, C<sub>1-12</sub> aliphatic, C<sub>1-12</sub> alkoxy, hydroxy-C<sub>1-12</sub> alkoxy, hydroxy-C<sub>1-12</sub> aliphatic, carboxylic acid, C<sub>1-12</sub> aliphatic-carbonyl, Het, Het-C<sub>1-12</sub>-aliphatic, Het-C<sub>1-12</sub>-alkoxy, di-Het-C<sub>1-12</sub>-alkoxy Aryl, Aryl-C<sub>1-12</sub>-aliphatic, Aryl-C<sub>1-12</sub>-alkoxy, Aryl-carbonyl, C<sub>1-18</sub> alkoxyalkoxyalkoxyalkoxyaliphatic and hydroxyl, where Het and Aryl are as defined below;

R<sup>8</sup> is selected from the group consisting of: hydrogen, nitro, cyano, C<sub>1-12</sub> alkoxy, halo, carbonyl-C<sub>1-12</sub> alkoxy and halo-C<sub>1-12</sub> aliphatic;

Aryl is selected from the group consisting of: phenyl, naphthyl, phenanthryl and anthracenyl;

Cyc is selected from the group consisting of: cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl and cyclooctyl, and optionally has one or more degrees of unsaturation;

Het is a saturated or unsaturated heteroatom ring system selected from the group consisting of: benzimidazole, dihydrothiophene, dioxin, dioxane, dioxolane, dithiane, dithiazine, dithiazole, dithiolane, furan, imidazole, isoquinoline, morpholine, oxazole, oxadiazole, oxathiazole, oxathiazolidine, oxazine, oxadiazine, piperazine, piperadine, pyran, pyrazine, pyrazole, pyridine, pyrimidine, pyrrole, pyrrolidine, quinoline, tetrahydrofuran, tetrazine, thidiazine, thiadiazole, thiatriazole, thiazine, thiazole, thiomorpholine, thiophene, thiopyran, triazine and triazole;

and the pharmaceutically acceptable salts, solvates, polymorphs, and/or prodrugs thereof.

Claim 60 (New): The compound of claim 59, where R<sup>1</sup> is hydrogen, halogen, amide, nitro, lower alkyl, hydroxy, hydroxyalkyl, pyrimidineloweralkyl, loweralkoxycarbonyl, cyclic loweralkyl, hydroxyphenylloweralkyl, phenoxy, alkoxy and pyrazole.

Claim 61 (New): The compound of claim 59, where R<sup>1</sup> is hydrogen or methyl.

Claim 62 (New): The compound of claim 59, where R<sup>1</sup> is hydrogen.

Claim 63 (New): The compound of claim 59, where  $R^2$  is hydrogen, halogen, sulfate, amine, quaternary amine, amide, ester, phenyl, alkoxy, aminosulfonyl, lower alkyl sulfonyl, furanyl lower alkyl amide, pyridinyl lower alkyl amide, alkoxy-substituted phenyl lower alkyl amide, morpholino lower alkyl amide, imidazolyl lower alkyl amide, hydroxy lower alkyl amide, alkoxy lower alkyl amide, lower alkyl amide, lower alkyl sulfonamide, lower alkyl hydroxy substituted amino, nitro, halogen-substituted phenoxy carbonyl and triazole and oxazole rings.

Claim 64 (New): The compound of claim 59, where  $R^2$  is selected from the group consisting of hydrogen, phenyl, 2-furanyl, 3-thiophenyl, bromo, and carbethoxy.

Claim 65 (New): The compound of claim 59, where  $R^3$  is selected from the group consisting of hydrogen, lower alkyl, hydroxyl, lower alkyl, halogen, phenoxy and alkoxy.

Claim 66 (New): The compound of claim 59, where  $R^3$  is hydrogen or chloro.

Claim 67 (New): The compound of claim 59 where  $R^3$  is hydrogen.

Claim 68 (New): The compound of claim 59 where  $R^4$  is selected from the group consisting of sulfonylamino, sulfonylaminoamino, lower alkyl sulfonylamino, lower alkylsulfonyl lower alkyl, alkoxy sulfonylamino, phenyl carbonyl sulfonylamino, phenoxy sulfonyl, hydroxy lower alkyl sulfonylamino, hydroxy lower alkyl sulfonylamino lower alkyl, alkyl, phenyl sulfonylamino (optionally substituted by halogen-substituted lower alkyl), amino imino sulfonylamino, alkyl sulfonylamino alkyl, pyridinyl lower alkyl sulfonylamino, benzamide azolesulfonylamino, pyridyl sulfonylamino, pyrimidinyl sulfonylamino, thiadiazolyl sulfonylamino (optionally substituted by lower alkyl), thiazolesulfonylamino, hydroxyalkoxyalkyl sulfonylamino and 4'-SO<sub>2</sub>NH[(CH<sub>2</sub>)<sub>2</sub>O]<sub>4</sub>CH<sub>3</sub>.

Claim 69 (New): The compound of claim 59 where R<sup>4</sup> is selected from the group consisting of 2-pyridine sulfonylamino, 4-pyridine sulfonylamino, hydroxy n-butyl sulfonylamino, methylsulfonylaminomethylene, sulfonyldimethylamino, fused 1,2-pyrazole and sulfonylamino.

Claim 70 (New): The compound of claim 59 where R<sup>4</sup> is sulfonylamino or fused 1,2-pyrazole.

Claim 71 (New): The compound of claim 59 where R<sup>4</sup> is fused with R<sup>5</sup> to form a fused ring selected from the group consisting of imidazole, triazole, cyclic sulfonylamino and thiaphene, where said fused ring is optionally disubstituted on the sulfur heteroatom by oxo.

Claim 72 (New): The compound of claim 59 where R<sup>5</sup> is hydrogen.

Claim 73 (New): The compound of claim 59 where R<sup>6</sup> is selected from the group consisting of: hydrogen, C<sub>1-6</sub> aliphatic, hydroxy, C<sub>1-6</sub> alkoxy and halogen.

Claim 74 (New): The compound of claim 59 where R<sup>6</sup> is selected from the group consisting of: hydroxy, C<sub>1-6</sub> alkoxy and halogen.

Claim 75 (New): The compound of claim 59 where R<sup>8</sup> is hydrogen or halo C<sub>1-6</sub> aliphatic.

Claim 76 (New): The compound of claim 59 where R<sup>6</sup> is trifluoromethyl.

Claim 77 (New): A composition comprising one or more compounds in E, Z or E and Z form, selected from the group consisting of:

4-[(2-Oxo-1,2-dihydro-3H-pyrrolo[2,3-b]pyridin-3-ylidene)methyl]amino} benzenesulfonamide;

3-[(1H-Indazol-6-ylamino)methylidene]-1H-pyrrolo[2,3-b]pyridin-2-one;

3-[(6-Quinolinylamino)methylidene]-1,3-dihydro-2H-pyrrolo[2,3-b]pyridin-2-one;

4-[[{(2-Oxo-5-phenyl-1,2-dihydro-3H-pyrrolo[2,3-b]pyridin-3-ylidene)methyl}amino]benzenesulfonamide;

3-[(1H-Indazol-6-ylamino)methylidene]-5-phenyl-1H-pyrrolo[2,3-b]pyridin-2-one;

5-Phenyl-3-[(6-quinolinylamino)methylidene]-1,3-dihydro-2H-pyrrolo[2,3-b]pyridin-2-one;

4-[[{(5-(2-Furyl)-2-oxo-1,2-dihydro-3H-pyrrolo[2,3-b]pyridin-3-ylidene)methyl}amino]benzenesulfonamide;

5-(2-Furyl)-3-[(1H-indazol-6-ylamino)methylidene]-1H-pyrrolo[2,3-b]pyridin-2-one;

5-(2-Furyl)-3-[(6-quinolinylamino)methylidene]-1,3-dihydro-2H-pyrrolo[2,3-b]pyridin-2-one;

4-[[{(2-Oxo-5-(3-thienyl)-1,2-dihydro-3H-pyrrolo[2,3-b]pyridin-3-ylidene)methyl}amino]benzenesulfonamide;

3-[(1H-Indazol-6-ylamino)methylidene]-5-(3-thienyl)-1,3-dihydro-2H-pyrrolo[2,3-b]pyridin-2-one;

3-[(6-Quinolinylamino)methylidene]-5-(3-thienyl)-1,3-dihydro-2H-pyrrolo[2,3-b]pyridin-2-one;

4-[[{(5-Bromo-2-oxo-1,2-dihydro-3H-pyrrolo[2,3-b]pyridin-3-ylidene)methyl}amino]benzenesulfonamide;

5-Bromo-3-[(1H-indazol-6-ylamino)methylidene]-1,3-dihydro-2H-pyrrolo[2,3-b]pyridin-2-one;

5-Bromo-3-[(6-quinolinylamino)methylidene]-1,3-dihydro-2H-pyrrolo[2,3-b]pyridin-2-one;

4-[[{(6-Chloro-2-oxo-1,2-dihydro-3H-pyrrolo[2,3-b]pyridin-3-ylidene)methyl}amino]benzenesulfonamide;

6-Chloro-3-[(1H-indazol-6-ylamino)methylidene]-1,3-dihydro-2H-pyrrolo[2,3-b]pyridin-2-one;

6-Chloro-3-[(6-quinolinylamino)methylidene]-1,3-dihydro-2H-pyrrolo[2,3-b]pyridin-2-one;

Ethyl 3-[[4-(aminosulfonyl)anilino]methylidene]-2-oxo-1,2-dihydro-3H-pyrrolo[2,3-b]pyridine-5-carboxylate;

Ethyl 3-[(1H-indazol-6-ylamino)methylidene]-2-oxo-1,2-dihydro-3H-pyrrolo[2,3-b]pyridine-5-carboxylate; and

Ethyl 2-oxo-3-[(6-quinolinylamino)methylidene]-2,3-dihydro-1H-pyrrolo[2,3-b]pyridine-5-carboxylate.

Claim 78 (New): A compound as claimed in claim 59 in the form of a substantially pure E geometric isomer.

Claim 79 (New): A compound as claimed in claim 59 in the form of a substantially pure Z geometric isomer.

Claim 80 (New): A compound as claimed in claim 59 in the form of a mixture of E geometric isomer and Z geometric isomer.

Claim 81 (New): A pharmaceutical composition, comprising a compound as claimed in claim 59, and one or more pharmaceutically acceptable carriers, excipients, or diluents.